

The Honorable Karen A. Overstreet  
Proposed Hearing Date: April 9, 2010  
Proposed Hearing Time: 9:30 a.m.  
Chapter 11

Diana K. Carey  
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Attorneys for QL2 Software, Inc.

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

In re ) Case No. 10-10209-KAO  
QL2 SOFTWARE, INC., )  
Debtor. ) [PROPOSED] ORDER MODIFYING EX  
PARTE ORDER AUTHORIZING RULE  
2004 EXAMINATION, GRANTING  
PROTECTIVE ORDER, AND GRANTING  
MOTION TO QUASH

THIS MATTER came on before the Court on the Debtor's Motion for Reconsideration and For Protective Order and To Quash the Subpoena of Russ Aldrich and QL2, pursuant to. LR 9013.1(h) and W.D. Wash CR 7(h). The Court, having reviewed the Motion, the previous Application for ex parte order authorizing the Rule 2004 examination of QL2 and Russ Aldrich by the Tumelson Family Limited Partnership ("Tumelsons"), and the files and records herein, and finding that the Debtor has presented adequate grounds for the court to reexamine its prior decision, that hearing of this matter is appropriate, that granting of a protective order is proper, and the motion to quash should be granted; now, therefore,

ORDER MODIFYING EX PARTE ORDER, GRANTING  
PROTECTIVE ORDER, AND GRANTING MOTION TO  
QUASH - 1  
Case 10-10209-KAO  
#747749 v1 / 40548-002

*Law Offices*  
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IT IS HEREBY ORDERED as follows:

1. The Debtor's Motion for Reconsideration is granted.
2. The order authorizing Rule 2004 Examination is modified as follows:

- a) The motion to quash the subpoena to Mr. Aldrich is granted; ~~OR~~
- b) ~~Tumelsons may take the deposition of Russ Aldrich, to be scheduled at a time convenient to Mr. Aldrich, but this examination cannot cover any communications, written or oral, between Mr. Aldrich or QL2 and any attorney at Graham & Dunn that were made in confidence regarding legal advice.~~

b) QL2 shall produce the following documents pursuant to subpoena, at the offices of Miller Nash at 9:00 a.m., April 21, 2010;

All records in the possession, custody, or control of QL2 relating to its dealings with Graham & Dunn and any of its attorneys, from May 23, 2008, to the present, after having been redacted for privileged and work-product information, limited to the following:

- (i) Invoices received from Graham & Dunn;
- (ii) Internal communications of QL2 members or employees concerning Graham & Dunn's billing, invoices or payments;
- (iii) External communication of QL2 officers, directors, shareholders, or employees with Graham & Dunn or a third party concerning Graham & Dunn's billing, the amount of invoices or payments;
- (iv) Fee agreements between Graham & Dunn and QL2;
- (v) Payments by QL2 to Graham & Dunn.
- (vi) The role that Graham & Dunn or any of its attorneys performed in the hiring by QL2 of Russ Aldrich;
- (vii) all documents evidencing the debt of QL2 to Graham & Dunn, including notes and security documents.

ORDER MODIFYING EX PARTE ORDER, GRANTING  
PROTECTIVE ORDER, AND GRANTING MOTION TO  
QUASH - 2  
Case 10-10209-KAO  
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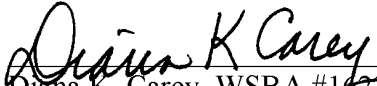
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3. This order shall constitute a protective order prohibiting the subpoena of any and all information that is protected by the attorney-client privilege or as attorney work product, as noted above.

DATED this \_\_\_\_ day of April 2010.

  
United States Bankruptcy Judge  
(Dated as of Entered on Docket date above)

Presented by:

  
Diana K. Carey, WSBA #16239  
Attorneys for Debtor-in-Possession,  
QL2 Software, Inc.

ORDER MODIFYING EX PARTE ORDER, GRANTING  
PROTECTIVE ORDER, AND GRANTING MOTION TO  
QUASH - 3  
Case 10-10209-KAO  
#747749 v1 / 40548-002

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# CERTIFICATE OF NOTICE

District/off: 0981-2  
Case: 10-10209

User: aurelee  
Form ID: pdf2

Page 1 of 1  
Total Noticed: 2

Date Rcvd: Apr 09, 2010

The following entities were noticed by first class mail on Apr 11, 2010.  
aty Diana K Carey, Karr Tuttle Campbell, 1201 3rd Ave Ste 2900, Seattle, WA 98101-3028  
aty Graham & Dunn PC, Pier 70, 2801 Alaskan Wy Ste 300, Seattle, WA 98121-1128

The following entities were noticed by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

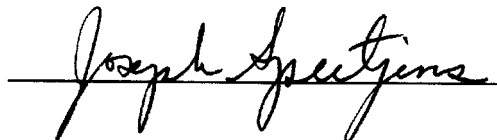
TOTAL: 0

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 11, 2010

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.